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University of South Carolina  
BOARD OF TRUSTEES

Executive Committee

April 24, 2015

The Executive Committee of the University of South Carolina Board of Trustees met at 1:20 p.m. on Friday, April 24, 2015, in the Board Room at 1600 Hampton Street.

Members present were: Mr. Eugene P. Warr, Jr., Chairman; Mr. John C. von Lehe, Jr.; Mr. William C. Hubbard; Mr. Toney J. Lister; and Mr. Miles Loadholt. Dr. C. Edward Floyd was absent.

Other Trustees present were: Mrs. Paula Harper Bethea; Mr. J. Egerton Burroughs; Mr. Mark W. Buyck, Jr.; Mr. Thomas C. Cofield; Mr. A. C. "Bubba" Fennell III; Mr. William W. Jones, Jr.; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Dr. C. Dorn Smith; Ms. Molly Spearman; Mr. Thad H. Westbrook; Mr. Mack I. Whittle, Jr.; and Mr. Charles H. Williams.

Also present was student representative Jonathan Kaufman.

Others present were: President Harris Pastides; Secretary Amy E. Stone; General Counsel Walter "Terry" H. Parham; Chief Operating Officer Edward L. Walton; Interim Provost Helen Doerpinghaus; Chief Financial Officer Leslie Brunelli; Vice President for Student Affairs Dennis A. Pruitt; Vice President for Information Technology William F. Hogue; Vice President for Human Resources Chris Byrd; Vice President for Facilities and Transportation Derrick Huggins; Chief Communications Officer Wes Hickman; Athletics Director Ray Tanner; USC Aiken Chancellor Sandra Jordan; Palmetto College Chancellor Susan Elkins; College of Arts and Sciences Dean Mary Anne Fitzpatrick; Associate Vice President for Business Affairs, Division of Administration and Finance, Helen T. Zeigler; Executive Director of Audit & Advisory Services Pam Doran; Audit & Advisory Services Assistant Director Glenn Murray; Executive Director for the Office of Economic Engagement William D. "Bill" Kirkland; Associate Director of Strategic Planning and Assessment Cameron Howell; Director of Capital Budgets and Financing, Division of Administration and Finance, Charlie Fitzsimons; University Controller Jennifer Muir; Senior Vice Provost and Dean for Graduate Studies Lacy Ford; School of Law Dean Robert Wilcox; Director of Governmental and Community Relations and Legislative Liaison Shirley D. Mills; Director of Facilities Planning and Programming and University Architect Derek S. Gruner; Director of Academic

Programs, Provost's Office, Kristia Finnigan; Director, Center for Information Technology, College of Engineering and Computing, Jason O'Kane; Chair of Accounting, Darla Moore School of Business, Brad Tuttle; Chair of Biology and Geology Department, USC Aiken, William Jackson; College of Mass Communications and Information Studies Dean Charles Bierbauer; Director of the McCausland Center for Brain Imaging Chris Rorden; Program Director, College of Social Work, Nancy Brown; Executive Director of My Carolina Alumni Association Jack W. Claypoole; Associate Vice President for Human Resources Caroline Agardy; former President of Student Government Lindsay Richardson; Chief of Staff, President's Office, J. Cantey Heath, Jr.; University Technology Services Production Manager Matt Warthen; and Board staff members Debra Allen and Terri Saxon.

I. Call to Order

Chairman Warr called the meeting to order and stated that notice of the meeting had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated; and a quorum was present to conduct business.

Mr. Hickman introduced members of the media in attendance: Hannah Jeffrey with the *Daily Gamecock* and Jamie Self with *The State*.

Chairman Warr called for a motion to enter Executive Session for personnel and proposed contractual matters. Mr. von Lehe so moved and Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

Chairman Warr invited the following persons to remain: President Pastides, Secretary Stone, the President's Executive Council, Dr. Fitzpatrick, Mr. Kaufman, Dean Wilcox, Ms. Doran and Mr. Murray.

Return to Open Session

II. Contracts

A. EBSCO Information Services

Mr. Parham said approval was sought for University Libraries to renew its agreement with EBSCO Information Services. Under the agreement, EBSCO would serve as a single point of contact between the library and various publishers from which the library would acquire access to journals and databases. EBSCO would provide the library with consolidated invoices, resulting in fewer checks being written. Also by using EBSCO, the library would acquire access in an efficient manner to approximately 9,000 journal titles and 50 EBSCO host databases. The one-year agreement would begin July 1, 2015, during which the library would anticipate spending approximately \$4,609,752. For its services, EBSCO will

be paid a 2.5% service charge of \$115,244. If the library acquired access to publications and paid \$2,500,000 to publishers by July 31, the service charge will drop to 1.9% which represents a \$27,600 savings. The library materials budget will be the funding source.

Chairman Warr called for a motion to recommend that the full Board approve renewal of the agreement with EBSCO Information Services as described in the agenda materials and presented by Mr. Parham. Mr. von Lehe so moved. Mr. Lister seconded the motion. The vote was taken and the motion carried.

B. Construction Services Indefinite Delivery Contracts

Mr. Parham said approval was sought for five indefinite delivery contracts for plumbing services with the following companies: Precision Plumbing of Sandy Run, Inc.; Cayce Company, Inc.; Walker White, Inc.; Gregory Electric Co., Inc.; and WO Blackstone & Co., Inc. The two-year terms of the contracts are set by state law. During this time period, the maximum amount of work that can be performed by any one company cannot exceed \$1,000,000 and the maximum amount of work that any one company can perform on any one project cannot exceed \$250,000.

Chairman Warr called for a motion to recommend approval by the full Board of the five indefinite delivery contracts for plumbing services as described in the agenda materials and presented by Mr. Parham. Mr. von Lehe so moved. Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

C. Canteen Group USA, Inc.

Mr. Parham said approval was sought for a new snack vending machine contract with Canteen Group USA, Inc. Through the competitive solicitation process in accordance with the S.C. Procurement Code, the University selected Canteen Group USA, Inc., by and through its Canteen Vending Services Division, as the company offering the University the best proposal. Under the agreement, Canteen will provide the University with state-of-the-art automatic vending machines. Canteen will stock, maintain, service, repair and/or replace vending machines, as necessary. USC will not be liable for any loss, damage, or destruction to any vending machines. USC has the exclusive right to select the type of products to be vended. Under the agreement, not less than a third of the offerings must be healthy alternatives, and the University can require a higher percentage of healthy alternatives in specific buildings if it so directs.

Product prices cannot be increased without the approval of the University during the seven-year term of the agreement that would begin July 1, 2015. Under the agreement, Mr. Parham said that USC Associate Vice President for Business Affairs Helen Zeigler had negotiated for the University to receive the higher of either an annual guarantee of \$145,000, or the following percentage commission: 27.1% on sales

up to \$300,000; 29.1% on sales between \$300,001 - \$400,000; 31.1% on sales between \$400,001 - \$500,000; and 32.1% on sales of \$500,001 and over. Based upon the new guaranteed annual commission of \$145,000, projected revenue over the next seven-year term would be \$1,015,000 compared to \$439,871 under the old contract.

Chairman Warr called for a motion to recommend approval by the full Board of the new snack vending machine contract with Canteen Group USA, Inc. as described in the agenda materials and presented by Mr. Parham. Mr. von Lehe so moved. Mr. Lister seconded the motion. The vote was taken and the motion carried.

D. Siemens Medical Solutions USA, Inc.

Mr. Parham said the McCausland Center for Brain Imaging (McCausland Center) sought approval to purchase from Siemens Medical Solutions USA, Inc., a MAGNETOM Prisma fit upgrade of its existing Siemens MAGNETOM 3T Trio MRI. A Center of Economic Excellence within the Health Sciences South Carolina collaborative, the McCausland Center is located within the Palmetto Health Hospital. It operates a brain imaging MRI system – a Siemens MAGNETOM 3-Tesla MRI – that is shared between clinical and research work, with dedicated research time each day. The 10-year-old equipment is used to study how the healthy brain works, and in connection with the diagnosis, prognosis and rehabilitation of brain injury.

The upgrade will cost \$950,000, which will be paid from three sources: \$600,000 from Dr. Chris Rorden' SmartState Endowment, Dr. Rorden is co-director of the center and the SmartState Neuro Imaging Chair; \$200,000 from the Dean of the College of Arts and Sciences; and \$150,000 from fees charged (\$400 per hour) for use of the existing brain imaging equipment.

Chairman Warr called for a motion to recommend approval by the full Board to purchase a MAGNETOM Prisma fit upgrade of its existing Siemens MRI. Mr. Hubbard so moved. Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

E. Blackboard

Mr. Parham said approval was sought for a one-year renewal agreement with Blackboard, Inc. that would end March 31, 2016, at a cost of \$568,562. The web-based course-management system is designed to allow students and faculty to participate in classes delivered online or to use online materials and activities to complement face-to-face teaching.

UTS first purchased Blackboard software in 2005 (\$112,985) and has used it consistently since that time. Under the contract, Blackboard – rather than the University – will host and manage the software

system and applications. This means that Blackboard will run on Blackboard servers rather than on USC servers. By doing so, UTS will avoid having to make infrastructure improvements to efficiently run the software. UTS also will acquire 24/7 maintenance and support services, will obtain all software upgrades seamlessly, and will minimize the risk of unplanned and disruptive outages.

Chairman Warr called for a motion to approve renewal of the agreement with Blackboard, Inc. as described in the agenda materials and presented by Mr. Parham. Mr. Lister so moved. Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

F. YBP Library Services

Mr. Parham said approval was sought for University Libraries to renew its agreement with Baker and Taylor YBP (Yankee Book Peddler) Library Services, one of the world's largest distributors of print and electronic books to academic and research libraries. The contract would apply to USC Columbia, USC Beaufort and the Regional Campuses libraries. University Libraries estimated that it would buy approximately \$350,000 of books, e-books and materials through YBP in fiscal year 2015-2016. However, the contract would not obligate the library to buy any materials.

Chairman Warr called for a motion to approve renewal of the agreement with Baker and Taylor YBP Library Services as described in the agenda materials and presented by Mr. Parham. Mr. Lister so moved. Mr. Hubbard seconded the motion. The vote was taken and the motion carried.

G. LYRASIS

Mr. Parham said approval was sought for University Libraries to renew its agreement with LYRASIS, which is a regional library consortium that negotiates with database providers to obtain electronic resources at a substantial savings for its consortium members. University Libraries will purchase access to 15 databases through LYRASIS for fiscal year 2015-2016. Under the agreement, USC Columbia, USC Beaufort and the USC Regional Campuses would have access to these materials at a total cost of \$291,836, payable from library funds.

Chairman Warr called for a motion to approve renewal of the agreement with Baker and Taylor YBP Library Services as described in the agenda materials and presented by Mr. Parham. Mr. Hubbard so moved. Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

H. ProQuest, LLC

Mr. Parham said approval was sought for University Libraries to renew its agreement with ProQuest, LLC to purchase approximately 81 databases for the Columbia campus, Palmetto College campuses and USC Beaufort. The one-year agreement would begin July 1, 2015, at a cost of \$283,036.

Chairman Warr called for a motion to approve renewal of the agreement with ProQuest, LLC as described in the agenda materials and presented by Mr. Parham. Mr. von Lehe so moved. Mr. Lister seconded the motion. The vote was taken and the motion carried.

I. Integrated Micro-Chromatography Systems, LLC

Mr. Parham said approval was sought for the Office of Economic Engagement to lease space in its IdeaLabs to Integrated Micro-Chromatography Systems, LLC. Under the three-year lease, ending January 30, 2018, Integrated Micro-Chromatography would obtain 3,720 rentable square feet on the first floor of the building at a cost of \$25 per square foot for annual cost of \$93,000. The lease would require the company to indemnify the University, maintain appropriate commercial general liability insurance, and meet all federal and state guidelines regarding use of hazardous materials.

Located in the Horizon I research building at 541 Main Street, the purpose of IdeaLabs was to attract and keep new and innovative business in Columbia by making available ready-built leasable wet lab space. To be eligible to locate in IdeaLabs, a business must meet several requirements including: (1) have a technical/scientific orientation with significant commercial potential as a South Carolina employer; (2) have a relationship with USC research, research services, students or faculty; (3) demonstrate the existence of probable markets and demand for its product or services.

Chairman Warr called for a motion to approve the lease of space in IdeaLabs to Integrated Micro-Chromatography Systems, LLC as described in the agenda materials and presented by Mr. Parham. Mr. Hubbard so moved. Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

J. PASCAL

Mr. Parham said approval was sought for University Libraries to renew its agreement with PASCAL to purchase access to the approximately 50 databases listed in agenda materials for the Columbia campus and the Palmetto College campuses. The one-year agreement would begin July 1, 2015, at a cost of \$258,283.

Chairman Warr called for a motion to approve renewal of the agreement with PASCAL as described in the agenda materials and presented by Mr. Parham. Mr. von Lehe so moved. Mr. Lister seconded the motion. The vote was taken and the motion carried.

K. City of Columbia Lease Amendment

Mr. Parham said approval was sought for an amendment stating that the city approved the University's use of the northern corner of the city block bounded by Greene, Lincoln, Devine and Gadsden Streets for the development of Foundation Square. In March 2002, the Board

approved a lease agreement with the City of Columbia under which the University leased the two city blocks between the Colonial Life Arena and Blossom Street. Under the agreement, the city, at its expense, improved the property for use as surface parking, and the University leased the property for a term of 40 years (at a cost of \$3,500,000). The lease provided in several sections that the property can only be used for surface parking “unless consent of Lessor is otherwise obtained,” and that the University can only make improvements to the property upon “Lessor’s approval.”

During the Buildings and Grounds Committee earlier in the day, Mr. Parham said that Mr. Gruner had given the Board an update on the Foundation Square project. This project would create a landscaped, public green space on the corners of the four pieces of property located at the intersection of Greene and Lincoln Streets. Part of the University’s Sasaki Master Plan, the project was being paid for by the county and no University funds would be used. The University owns three of the four parcels of property, while the fourth parcel – bounded by Greene, Lincoln, Devine and Gadsden Streets – is one of the parcels that the University leases from the city. In order to allow the Foundation Square project to be constructed, the University needed to approve this amendment to the lease agreement. Mr. Parham said the city had approved the Foundation Square project, as well.

Chairman Warr called for a motion to approve the amendment as described in the agenda materials and presented by Mr. Parham. Mr. Hubbard so moved. Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

### III. Health Sciences South Carolina

Chairman Warr called on Mr. Parham who described the agenda item as a housekeeping matter involving Health Sciences South Carolina (HSSC), a 501(c)(3) non-profit corporation established in 2004 as the nation’s first statewide biomedical research collaborative. HSSC’s original founding and supported organizations were the University of South Carolina, the Medical University of South Carolina, Clemson University, Palmetto Health, Greenville Health System, and Spartanburg Regional Healthcare System. This past year, the HSSC Board of Directors voted to add AnMed Health (Anderson), McLeod Health (Horry County), Medical University Hospital Authority, Self Regional Healthcare (Greenwood), and the USC School of Medicine Greenville as additional supported organizations, and to make certain amendments to the HSSC governing documents, which consist of the Articles of Incorporation, Bylaws and Master Cooperative Agreement.

Dr. Pastides is a member of the HSSC Board of Directors and voted, on behalf of USC, in support of these changes. However, according to HSSC’s current Articles and Bylaws, these changes must also be

approved by the board of directors/trustees of each supported organization. As a result, approval of the following motion was requested:

“To consent to and approve the Amended Governing Documents; provided however, that the amended Articles shall additionally be subject to each Additional Supported Organization’s consent to be named therein, and in the event that any Additional Supported Organization declines to be named as a Supported Organization in the amended Articles, the President of HSSC shall delete such reference to the Additional Supported Organization prior to the amended Articles being filed with the South Carolina Secretary of State.”

Chairman Warr called for a motion to recommend approval by the full Board of the motion presented by Mr. Parham. Mr. Lister so moved. Mr. Loadholt seconded the motion. The vote was taken and the motion carried.

#### IV. Quasi-Endowment for DOJ Agreement

Chairman Warr called on Ms. Brunelli who said that she wanted to present information about establishing a quasi-endowment for the \$31.5 million received as a result of the agreement with the U.S. Department of Justice, but to defer any action until June. Because more time is needed to discuss the entire repayment of Darla Moore School of Business bonds, she requested that Trustees review the material provided and that action would be sought in June after budget briefing discussions have concluded. The intent behind establishing a quasi-endowment was to preserve the most flexibility in using the \$31.5 million by maximizing the interest on it to avoid the use of operating dollars to pay off the DMSB bonds.

#### V. FY16 Budget Planning Update

Ms. Brunelli next updated Trustees on the 2016 budget development. Before beginning she thanked her staff for their work in assuring receipt of the Government Finance Officers Association’s Certificate of Achievement for Excellence in Financial Reporting for USC’s Comprehensive Annual Financial Report for the fiscal year ended June 31, 2014.

She provided an overview of the University’s \$1.3 billion budget for the current year. While the budget year was 75% completed, she said that the bulk of expenditures occur during the nine months of the fall and spring terms so receipting and expending funds had surpassed 75%. She noted that this will be the first summer that students will be able to use their lottery scholarships and that the impact of On Your Time will again be felt this summer, perhaps beyond the 10% increase it created last year. All campuses are on budget.

Ms. Brunelli reviewed the budget calendar, noting that the Senate Finance Budget information had been received and circulated the previous afternoon to Trustees. She recapped the three state budgets that had been received. The Governor's Executive Budget came out in January, providing no new recurring or non-recurring dollars and no state pay package as the base budget remained at the FY15 level. About \$11.6 million in deferred maintenance was included for the USC system in this budget. Of note about this budget was that only the State Board for Technical and Comprehensive Education received recurring dollars.

The House of Representatives Budget contained recurring dollars, including \$2 million for On Your Time graduation to add to the \$1.2 million received this year; and each of the University's campuses received an allocation for parity dollars. The non-recurring item for USC Columbia was \$930,000 for equipment for the Honors College. This budget proposal also had no employee pay package. Originally, the House budget did have a \$31.5 million bond bill for the University, which was part of a \$500 million issuance that fell away. Some funding was allocated from the Capital Reserve Fund for specific projects, including the South Caroliniana Library and renovation of the old law school building. Some of the University's campuses also received additional dollars. It contained no additional deferred maintenance allocation. This budget also contained 22 new provisos that were regulatory and in Ms. Brunelli's opinion punitive toward the University.

The Senate Finance Budget, which was received earlier in the week, allocated \$2.4 million in recurring funding for On Your Time and \$208,409 for the School of Medicine (SOM). The SOM funding was important because of a House proviso that required increased funding of a former DSS Child Abuse and Neglect Program now operated by the USCSOM, but failed to fund the increase. No pay package was included in the Senate budget, but it did include just over a \$40 million bond bill. The Senate budget also included a \$6.9 million deferred maintenance allocation for USC that required a one-to-one match. The Senate also re-appropriated the Higher Education Efficiency, Effectiveness and Accountability non-recurring funds for FY14 to deferred maintenance, which amounted to \$1.1 million for USC.

The Senate budget is better for the University in ways that go beyond the obvious line item allocations, Ms. Brunelli said. An important inclusion in the Senate budget was its approval of the University's requested increase to its other funds allocation, which is the use of the University's own tuition, auxiliary, athletic and housing dollars. The House failed to approve this request, which meant that if that version were to pass and the University expended those dollars, it would be in violation for exceeding the amount authorized.

Missing in the House version, but included in the Senate version, were 100 new FTE positions that the University would fund with its own dollars. Given the faculty hiring initiative, Athletics taking over the operation of Colonial Life Arena and creation of the SEC Network, as well as the addition of staff at the USCSOM site in Florence, the University needed positions. Ms. Brunelli noted that the Senate version of the budget also deleted many of the restrictive, punitive provisos included in the House version.

In response to Trustee questions about the provisos, Ms. Brunelli offered the example of a requirement that the University accept all transfer credits from the technical colleges, which would be problematic since accreditation prevents acceptance of remedial work toward degree programs. Other provisos would be very controlling of the way the University conducted daily business functions. Ms. Brunelli said the provisos may have resulted from legislators lumping all of higher education together as they responded to the situation at South Carolina State University.

She summarized the various FY2016 Capital Project Funding proposals as contained in the Governor's, the House, and Senate versions of the state budget, noting that a detail breakdown was included in the meeting materials posted to the Board Portal. She updated Trustees on what had been accomplished with the internal budget planning process, noting that academic unit meetings took place in late March and early April and that service and auxiliary meetings would be held in late April. System campuses would also meet with the President during the last week of April to discuss their budgets. The cost containment summary would be updated at the end of FY2015, she said.

As the University's billion dollar budget is developed, the financial challenges that are considered include implementing the Board's retreat plans, managing system enrollment, repurposing the Close-Hipp building, complying with increased regulatory requirements, balancing operating and capital needs, and completing conversion and operationalizing OneCarolina.

Among the needs noted for FY2016 were the measured growth faculty hiring plan, startup packages for new deans, fringe impact, utilities, library materials, and research computing. FY2016 initiative requests have exceeded \$35 million, which exceeds available funds and is one item that is discussed during budget meetings with the President.

Ms. Brunelli said that a single University budget will be brought to the Board in June and approval requested contingent on final state action since the differences were minimal between the House and Senate budgets, and the differences were on the capital side. During budget discussions, she noted that Trustees would receive comparison information to public SEC institutions and USC's academic peers. Tuition increases for other institutions would be provided as available.

In conclusion, she said the goal was to have draft materials to Trustees to begin reviewing by May 15. Trustees could expect to receive the FY2016 Capital Budget document, an updated compilation of previously approved items. She also mentioned that a comprehensive debt capacity study is being planned for the summer and that July 1, 2015, is the conversion date to switch the finance system to Oracle PeopleSoft.

Mr. Burroughs requested information about which academic units are self-sufficient and which are subsidized to be included in the budget materials for Trustees to review. Ms. Brunelli explained that the material the Board received from former Provost Michael Amiridis was the most recent, having been compiled as of June 30, 2014, and agreed to have it available for the upcoming budget discussions.

President Pastides commended the work of the University's Chief Financial Officer and Chairman Warr thanked her for the informative report.

#### VI. Succession Planning

Chairman Warr called on Mr. Byrd for a presentation about the succession planning at the University. Mr. Byrd thanked Trustees for the opportunity to discuss a tool that is important for the University's long-term success as an institution. He also noted that succession planning was an important tool for helping the University manage risk.

The University needs a strong cadre of leaders who are both skilled and prepared in leadership and are able to follow the priorities and values of the Board of Trustees as they lead the day-to-day responsibilities of the institution. Mr. Byrd said that currently the University has a strong, stable leadership team; however, things can change rapidly as evidenced by the recent departure of the Provost. While leadership changes resulting from retirements can be anticipated, changes resulting from the recruitment of strong team members like Dr. Amiridis are not always foreseen. Planning will ensure that the University is prepared for expected and unexpected changes.

The Division of Human Resources has embarked on a succession planning effort to assess the University's leadership and its preparedness for future leadership transitions. This effort will identify where needs exist and anticipate ways to prepare future leaders to grow in such a way that the University can build on its own leadership capacity as an organization. It will help ensure business continuity in the event of leadership changes, which will help mitigate risk.

About 150 different leadership positions have been identified across the University where 71 percent of those holding the positions are age 50 or older and 40 percent have more than 20 years of service. These are the individuals one would expect to be preparing to transition out of the workforce,

which poses a potential risk for the University. To help better position the University for leadership transitions, individual and institutional initiatives and strategies are being implemented.

Mr. Byrd went on to describe institutional and individual initiatives and professional development strategies being implemented for front-line supervisors, managers and senior leaders. He also discussed implementation of a pilot leadership development program that would be expanded to senior and emerging leaders during the coming academic year. The President approved a policy change in 2014 that introduced mandatory training for supervisors, which has resulted in nearly 3,500 participants receiving leadership training.

VI. Other Matters

Chairman Warr called for any other matters to come before the committee.

VII. Adjournment

There being no other matters to come before the committee, Chairman Warr declared the meeting adjourned at 3 p.m.

Respectfully submitted,

Amy E. Stone  
Secretary